



**Illinois
Central
Gulf**

An **IC Industries** Company

William H. Sanders
Corporate Counsel

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

REGISTRATION NO. 11756-14 Filed 1984

FEB 21 1984 12 55 PM

February 10, 1984

INTERSTATE COMMERCE COMMISSION

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

No. 4-052 A035
FEB 21 1984
Date
Fee \$ 10.00

ICC Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to the provisions of 49 U.S.C. Sec. 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording the original and four counterparts of a Supplement No. 7 to a Conditional Sale Agreement. This document is a secondary document dated as of December 30, 1983. The primary document to which this is connected was recorded under Recordation No. 11756 on May 1, 1980.

A draft payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Conditional Vendor:

Continental Illinois National Bank
and Trust Company
231 South La Salle Street
Chicago, Illinois 60693

Conditional Vendee:

Illinois Central Gulf Railroad Company
233 N. Michigan Avenue
Chicago, Illinois 60601

A description of the equipment covered by this Supplement is set forth in Schedule A attached to this letter and made a part hereof.

RECEIVED
FEB 21 12 50 PM '84
L.C.G.
OPERATION BR.

Agatha L. Mergenovich

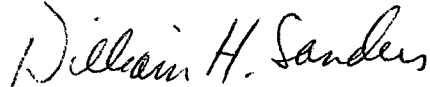
William H. Sanders

A short summary of the document to appear in the index follows:

Supplement No. 7 dated as of December 30, 1983 to a Conditional Sale Agreement dated as of September 30, 1979 with Recordation No. 11756 providing for the addition of further items of Railroad Equipment to the Agreement.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

A handwritten signature in cursive script that reads "William H. Sanders". The signature is written in dark ink and is positioned above the printed name.

William H. Sanders

SCHEDULE A

26

Diesel Locomotives, Model SD 40, marked with identification numbers as follows:

IC	6000	ICG	6064
ICG	6001	ICG	6066
IC	6002	ICG	6067
IC	6003	ICG	6068
IC	6004	ICG	6070
IC	6005	GMO	902
ICG	6050	GMO	906
ICG	6052	GMO	908
ICG	6053	GMO	910
ICG	6054	GMO	911
ICG	6056	GMO	913
ICG	6058	GMO	914
ICG	6061	GMO	916

20

Diesel Locomotives, Model GP 38, marked with identification numbers as follows:

GMO	702	ICG	9520
GMO	703	ICG	9523
GMO	705	ICG	9525
GMO	709	ICG	9526
GMO	710	ICG	9527
GMO	711	ICG	9534
GMO	712	ICG	9535
GMO	713	ICG	9536
GMO	714	ICG	9538
GMO	718	ICG	9539

46

TOTAL UNITS

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

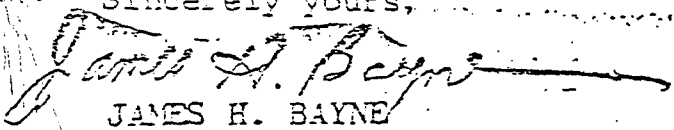
2/21/84

William H. Sanders
Corporate Counsel
Illinois Central Gulf RR.
233 North Michigan Ave.
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/21/84 at 12:35pm and assigned recordation number(s). 11756-G

Sincerely yours,


JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

FEB 21 1984 12 55 PM

Closing Item 3

INTERSTATE COMMERCE COMMISSION
 CONDITIONAL SALE AGREEMENT SUPPLEMENT
 NO. 7

Conditional Sale Agreement Supplement ("this Supplement") dated as of December 30, 1983, from ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation ("Railroad"), having its office at 233 North Michigan Avenue, Chicago, Illinois 60601, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Vendor"), having its office at 231 South LaSalle Street, Chicago, Illinois 60693;

W I T N E S S E T H:

WHEREAS, the Railroad and the Vendor have executed and delivered a certain Conditional Sale Agreement dated as of September 30, 1979 (which agreement, together with any amendments or supplements which have been made thereto, is hereinafter called the "Agreement");

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission under 49 U.S.C. Section 11303 on May 1, 1980, as Document No. 11756 and the following Conditional Sale Agreement Supplements (substantially in the form of this Supplement) were filed and recorded with the Interstate Commerce Commission as follows:

<u>Supplement No.</u>	<u>Date of Supplement</u>	<u>Date of ICC Filing</u>	<u>ICC Filing Number</u>
1	May 1, 1980	May 1, 1980	11756-A;
2	August 1, 1980	July 31, 1980	11756-B;
3	September 15, 1980	September 29, 1980	11756-C;
4	January 15, 1981	January 27, 1981	11756-D;
5	July 22, 1981	July 20, 1981	11756-E;
and 6	May 5, 1982	May 4, 1982	11756-F;

WHEREAS, the Railroad has, pursuant to the Agreement, purchased from the Vendor and granted to the Vendor a security interest in certain equipment therein described, including the equipment described in Schedule A annexed hereto (the "Supplement Equipment");

NOW, THEREFORE, in consideration of the premises, the Railroad and the Vendor do hereby agree as follows:

1. The Vendor Purchase Price of the Supplement Equipment is \$1,452,474.02.

2. The Conditional Sale Price Base of the Supplement Equipment is \$1,477,500.
3. The Principal with respect to all Equipment covered by the Agreement on the date of execution and delivery hereof is \$21,776.222.25
4. The Railroad has, in and by the Agreement, purchased from the Vendor, and granted to the Vendor a security interest in and to the Supplement Equipment described in Schedule A annexed hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment to the terms of the Agreement and to the security interest created by the Agreement to secure the punctual payment of the Principal and the performance and observance by the Railroad of all of its agreements herein and in the Agreement contained. To the extent, if any, that the Agreement may not be effective in causing Railroad to purchase such Supplement Equipment and to grant a security interest to the Vendor in such Supplement Equipment the Railroad does by this Supplement hereby purchase, and grant unto the Vendor a continuing security interest in, the Supplement Equipment described in Schedule A hereto, all upon the terms set forth in the Agreement.
5. The Supplement Equipment will not, without the prior written consent of the Vendor, be used outside the territorial limits of the United States.

IN WITNESS WHEREOF, each of the parties hereto has, by its indicated officer thereunto duly authorized, caused this Supplement to be executed and delivered as of the 30th day of December, 1983.

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

ATTEST:

(Corporate Seal)

By

W. H. Sanders
Assistant Secretary

By

G. E. Konkur
Senior Vice President

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

ATTEST:

(Corporate Seal)

By

Constance J. Altmeyer
Its officer

By

Lillian M. Hudson
Its Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 7th day of February, 1984, before me personally appeared G. E. Konker to me personally known, who being by me duly sworn, says that he is the Senior Vice President of ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia N. Stanahan
Notary Public

(NOTARIAL SEAL)

My Commission expires May 4, 1984.

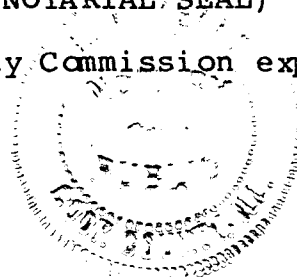
STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 13 day of February, 1984, before me personally appeared Eileen M. Hudson to me personally known, who being by me duly sworn, says that she is the Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

[Signature]
Notary Public

(NOTARIAL SEAL)

My Commission expires February 29, 1984, 19 .



SCHEDULE A

26 Diesel Locomotives, Model SD 40, marked with identification numbers as follows:

IC	6000	ICG	6064
ICG	6001	ICG	6066
IC	6002	ICG	6067
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